

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

STEPHEN M. WILSON, *et al.*,

Plaintiffs,

-against-

IMAGESAT INTERNATIONAL N.V.,
et al.,

Defendants.

07 Civ. 6176 (LTS)(DME)

ECF CASE

**DECLARATION OF
IRA BRAD MATETSKY**

IRA BRAD MATETSKY declares as follows:

1. I am a member of the Bar of this Court and of the firm of Ganfer & Shore, LLP, counsel for Plaintiffs in this action.

2. I submit this Declaration in opposition to the Defendants' motions to dismiss this action, for the purpose of placing before the Court true and correct copies of the following documents.

3. Attached hereto as Exhibit "A" are relevant portions of the January 1, 1995 Joint Venture Agreement between Defendant Israel Aircraft Industries Ltd. (now Israel Aerospace Industries Ltd.) ("IAI") and Core Software Technologies ("CST").

4. Attached hereto as Exhibit "B" are relevant portions of the March 6, 1997 Joint Venture Agreement between IAI and CST.

5. Attached hereto as Exhibit "C" are relevant portions of the November 10, 1998 Joint Venture Agreement between IAI and CST.

6. Attached hereto as Exhibit "D" are relevant portions of the December 7, 1998 Stock Purchase Agreement between Electro Optics Industries, Ltd. ("ElOp"), a

corporate predecessor or affiliate to Defendant Elbit Systems Ltd. (“Elbit), and West Indian Space, Ltd. (“WIS”), the corporate predecessor to Defendant ImageSat International, N.V. (“ImageSat”).

7. Attached hereto as Exhibit “E” are relevant portions of the September 27, 1999 Shareholders’ Agreement between parties including WIS, IAI, CST, EIO, and Plaintiff WIS Partners, L.P. (“WIS Partners”).

8. Attached hereto as Exhibit “F” are relevant portions of the September 27, 1999 Share Subscription Agreement between parties including WIS and WIS Partners.

9. Attached hereto as Exhibit “G” are relevant portions of the July 20, 2000 Amended and Restated Note Purchase Agreement between WIS and Imaging Holdings I, L.P., Imaging Holdings II, L.P. and Imaging Holdings Related, L.P. (collectively, “Imaging”), which are affiliates of Pegasus Capital Advisors.

10. Attached hereto as Exhibit “H” are relevant portions of the July 25, 2000 Securityholders Agreement between parties including WIS, Imaging, IAI, CST, EIOp, WIS Partners, and Loyd’s Invest (Aerospace) Limited (“Loyd’s), the corporate predecessor to intervenor Plaintiff Harbinger International (Holdings), N.V..

11. Attached hereto as Exhibit “I” are relevant portions of the July 25, 2000 Registration Rights Agreement between WIS, Imaging, CST, EIOp, WIS Partners, and Loyds.

12. Attached hereto as Exhibit “J” is a legal opinion letter issued by the New York office of Milbank, Tweed, Hadley & McCloy LLP, counsel for WIS/ImageSat, regarding the Amended and Restated Note Purchase Agreement.

13. Attached hereto as Exhibit “K” is the July 25, 2001 ImageSat Note Exchange and Governance Agreement between ImageSat and Imaging.

14. Attached hereto as Exhibit “L” is a copy of Defendant ImageSat’s Exhibit A to its Response to Plaintiffs’ Document Request No. 1 (ISI000043 – ISI000063), which was prepared by ImageSat’s counsel and was represented to list all ImageSat Board and Board committee meetings since 2000, including location and attendees.

15. Attached hereto as Exhibit “M” are copies of a set of ImageSat meeting minutes produced by ImageSat in its Response to Plaintiffs’ Document Request No. 1 (ISI000090 – ISI000182). These copies have been redacted by ImageSat counsel but purport to reflect the attendees at each meeting and the topics that were discussed at each meeting of ImageSat’s Board and Board committees that has been held in New York since 2000.

16. Attached hereto as Exhibit “N” are relevant portions of Elbit’s Form 20-F filing with the U.S. Securities and Exchange Commission for the year ending December 31, 2006, reflecting Elbit’s revenues, number of employees and biographical information for Defendants Gaspar, Ackerman and Federmann.

17. Attached hereto as Exhibit “O” is a copy of Plaintiffs’ Initial Disclosures Under Fed. R. Civ. P. 26(a)(1) dated October 10, 2007, including Plaintiffs’ list of persons whom Plaintiffs knew or believed had relevant knowledge concerning the subject-matters of this action.

18. Attached hereto as Exhibit “P” are relevant excerpts of the January 15, 2008 deposition transcript of Defendant Jacob Weiss.

19. Attached hereto as Exhibit "Q" are relevant excerpts of the January 16, 2008 deposition transcript of Defendant Moshe Keret.

20. Attached hereto as Exhibit "R" are relevant excerpts of the January 17, 2008 deposition transcript of ImageSat by Hagai Goren.

I declare under penalty of perjury that the foregoing is true and correct. Executed in New York, New York, this 30th day of January, 2008.


IRA BRAD MATETSKY